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and Nominal Defendant Coherent, Inc.

**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN JOSE DIVISION**

In re COHERENT, INC. SHAREHOLDER  
DERIVATIVE ACTION

Lead Case No. C-07-0955-JF

DERIVATIVE ACTION

This Document Related To:

**STIPULATION AND [PROPOSED]  
ORDER STAYING PROCEEDINGS**

ALL ACTIONS.

1 WHEREAS, on June 25, 2007, plaintiffs filed a consolidated amended complaint (the  
2 "Complaint") in this consolidated shareholder derivative action; and

3 WHEREAS, pursuant to the Court's April 17, 2008 order approving the parties' stipulated  
4 pleading schedule, the individual defendants filed motions to dismiss the Complaint on May 2,  
5 2008, plaintiffs filed their oppositions to the motions to dismiss on June 2, 2008, and the  
6 individual defendants' reply briefs are currently due no later than July 16, 2008; and

7 WHEREAS, the Special Litigation Committee of Coherent's Board of Directors (the  
8 "SLC") and plaintiffs have attended two mediation sessions with Judge Weiner (Ret.) and are  
9 currently engaging in, and intend over the next 60 to 90 days to continue engaging in, further  
10 good faith settlement discussions; and

11 WHEREAS, the Parties want to focus their efforts on settlement and avoid unnecessary  
12 litigation expenses and preserve judicial resources; and

13 WHEREAS, in light of the foregoing, the parties have agreed, subject to Court approval,  
14 that all other proceedings should be stayed in this case for a ninety (90) day period in order to  
15 allow the Parties to continue their good faith settlement discussions; and

16 WHEREAS, the agreed upon schedule is not for the purpose of delay, promotes judicial  
17 efficiency, and will not cause prejudice to any party;

18 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs, defendants and the  
19 SLC, through their undersigned counsel, subject to approval of the Court, as follows:

20 1. All proceedings in this case are stayed for a ninety (90) day period from the date of  
21 the Court's order approving this stipulation. The individual defendants' reply briefs in support of  
22 their motions to dismiss shall be due thirty (30) days following the expiration of the stay. Any  
23 Party may terminate this stay upon five days written notice to counsel for all other Parties.

24 2. The Case Management Conference currently scheduled for August 1, 2008 should  
25 be rescheduled to a date following the expiration of the ninety (90) day stay period.

26 3. By executing this Stipulation, the parties have not waived and expressly retain all  
27 claims, defenses and arguments whether procedural, substantive or otherwise.  
28

1 IT IS SO STIPULATED.

2 Dated: July 2, 2008

/s/ Nichole Browning

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20 Co-Lead Counsel for Plaintiffs

18 Dated: July 2, 2008

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1  
2 Dated: July 2, 2008

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1 Dated: July 2, 2008

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12 Dated: July 2, 2008

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28 I, Michael C. Tu, am the ECF user whose ID and password are being used to file this  
Stipulation and [Proposed] Order Extending Time to Respond to Complaint. In compliance with  
General Order 45(X), I hereby attest that the other signatories have concurred in this filing.

/s/ Michael C. Tu

Michael C. Tu

**ORDER**

Pursuant to the parties' stipulation, IT IS SO ORDERED. Case Management Conference

Dated: 7/7/08

  
HON. JEREMY FOGEL  
UNITED STATES DISTRICT COURT JUDGE